

EXHIBIT H

Proposed Order

Presentment Date and Time: May 30, 2012 at 12:00 p.m. (Noon) (Prevailing Eastern Time)
Objection Date and Time: May 30, 2012 at 11:00 a.m. (Prevailing Eastern Time)
Hearing Date and Time (if an Objection is Filed): TBD

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
LEHMAN BROTHERS HOLDINGS, INC. et al.,	:	Case No. 08-13555 (JMP)
Debtors.	:	(Jointly Administered)
	x	

**ORDER GRANTING SECOND CONSOLIDATED APPLICATION
OF RICHARD A. GITLIN, FEE COMMITTEE CHAIR, AND
GODFREY & KAHN, S.C., COUNSEL TO THE FEE COMMITTEE,
FOR RETROACTIVE AND INTERIM ALLOWANCE OF FIXED FEE
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
FROM MAY 1, 2011 THROUGH AUGUST 31, 2011, AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM AUGUST 31, 2011 TO FEBRUARY 29, 2012**

Upon consideration of the *Second Consolidated Application of Richard A. Gitlin, Fee Committee Chair, and Godfrey & Kahn, S.C., Counsel to the Fee Committee, for Retroactive and Interim Allowance of Fixed Fee Compensation for Professional Services Rendered from May 1, 2011 Through August 31, 2011, and Reimbursement of Actual and Necessary Expenses Incurred from August 31, 2011 to February 29, 2012* [Docket No. _____], (the “**Application**”) for the stated periods (the “**Compensation Period**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed on May 3, 2012, in the aggregate amount of \$950,000.00 as listed on **Schedule A** that accompanies this order; and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures

[Docket No. 9635], and it appearing that no other or further notice need be provided; and there being no objection to the Application filed before the deadline of May 30, 2012; and after due deliberation and upon all of the proceedings had before the Court, and sufficient cause appearing therefor, it is hereby

ORDERED, that pursuant to sections 330 and 331 of the Bankruptcy Code, the Application is granted and approved as provided in Schedule A.

Dated: New York, New York
May ____, 2012.

Hon. James M. Peck
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

CURRENT INTERIM FEE PERIOD
May 1, 2011 Through August 31, 2011
(Expenses Through February 29, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Interim Fees Requested on Application	Fees Allowed	Fees to be Paid for Current Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back)	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Godfrey & Kahn, S.C. and Richard A. Gitlin, Fee Committee Chair	05/03/2012 [_____]	950,000.00	950,000.00	0.00	0.00	0.00	95,404.35	95,404.35

Schedule A

Dated: May __, 2012

INITIALS: _____ USBJ

SCHEDULE B

CUMULATIVE FEE APPLICATIONS

**(September 15, 2008 Through and Including August 31, 2011)
(Expenses Through February 29, 2012)**

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested (\$)	Total Fees Paid (including amounts to be paid pursuant to this Order) (\$)	Total Expenses Requested (\$)	Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$)
Godfrey & Kahn, S.C. and Richard A. Gitlin, Fee Committee Chair	1,756,450.00	1,756,450.00	162,643.96	162,643.96

Schedule B

Dated: May ___, 2012

INITIALS: _____ USBJ